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Information for shareholders regarding the Annual General Meeting of Shareholders of Fondaction, le Fonds de développement de la Confédération des syndicats nationaux pour la coopération et l'emploi ("**Fondaction**"), to be held in person at the Théâtre Cartier, located at 2330 Sainte-Catherine Street East, in Montréal (Papineau metro station), and via Live Webcast at 4:30 p.m. on Thursday, September 18, 2025 (the "Meeting").

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# Annual General Meeting

## Nomination Process

### Election of two directors

At the Meeting, the shareholders shall elect two directors for a two-year term. Those elected will hold office until the expiry of their term or until a successor is elected or appointed. Applications must have been submitted and received by Fondaction no later than 5:00 p.m. on Friday, May 30, 2025. The individuals who currently hold these two positions may be re-elected.

The two directors whose positions are up for election are currently Isabelle Monette and Pierrette Poirier. If there are more than two candidates, the two individuals who have received the most votes will be declared elected as directors of Fondaction.

### Nomination form

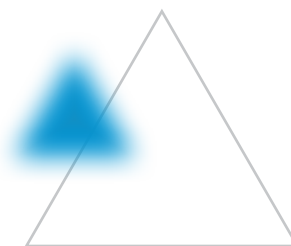
Candidates must obtain the Application Form:

- ▶ from Fondaction's website at [www.fondaction.com/aga](http://www.fondaction.com/aga)
- ▶ by email sent to [avislegal@fondaction.com](mailto:avislegal@fondaction.com)
- ▶ by phone at 514-525-5505, extension 2000
- ▶ by regular mail sent to 2175 De Maisonneuve Boulevard East, Suite 103, Montréal, Québec H2K 4S3

and have completed and sent this form by email ([avislegal@fondaction.com](mailto:avislegal@fondaction.com)) or regular mail (2175 De Maisonneuve Boulevard East, Suite 103, Montréal, Québec H2K 4S3 to the attention of the Legal Counsel, Governance) no later than 5:00 p.m. on Friday, May 30, 2025. Please note that all applications must be supported by 10 Fondaction shareholders.

The candidate must fill out, on the Application Form, the information concerning the 10 shareholders who have given their support. To facilitate the nomination process, Fondaction will accept, as an alternative to the normally required handwritten signatures of the individuals supporting a candidate, attestations of the support of the 10 shareholders by email no later than 5:00 p.m. on Friday, May 30, 2024 to the following email address: [avislegal@fondaction.com](mailto:avislegal@fondaction.com). Shareholders who endorse a candidate must use an email account that clearly reflects their identity for validation purposes. To ensure that this criterion is met, it is strongly recommended that candidates obtain the support of more than 10 shareholders. Each endorsement will be validated individually to ensure that all candidates receive 10 endorsements from Fondaction's shareholders. Should an endorsement be rejected, the candidate will be notified and given 48 hours to submit a new endorsement, which will also be validated. For any questions regarding this process, please call Marie-Eve Goulet, Legal Counsel, Governance, at 514 525-5505, extension 2000.

Any incomplete, false or misleading declaration or a form that is not duly completed may result in the application being rejected. The Secretary of Fondaction, or any other individual whom the Board of Directors may designate, shall determine if the forms have been duly completed within the established deadlines and if the candidates meet the qualification criteria below. Individuals who have submitted their application will be notified of their application's admissibility by email prior to the Meeting. At the same time, they will be informed of any other eligible candidates seeking the same position.



## Qualification criteria for the position of director elected by the shareholders at the Meeting

Candidates for director positions must be shareholders of Fondaction and at least 18 years of age, must not be under tutorship, an undischarged bankrupt or prohibited by a court from holding office as a director and must not have been declared unfit by a court. Candidates must also not have been declared guilty of any criminal act of fraud or dishonesty.

In submitting the Application Form, candidates give their consent to Fondaction or any firm mandated by Fondaction to perform a credit and criminal background check to ensure that there are no prior criminal acts of fraud or dishonesty. A consent form for a credit and criminal background check will therefore be sent by secure mail communication to be signed by the candidates. Fondaction will complete the form using the information from the shareholders' files and will contact the candidates by phone or by email if additional information is required.

## Candidate profiles

By means of a text of 200 words or less, candidates must submit their profiles describing their training, relevant experience, and reasons for submitting their application. These profiles will be made available at Fondaction's Annual General Meeting of Shareholders on Thursday, September 18, 2025. The profile and the picture of each candidate will be included in the "Avis de convocation et information aux actionnaires" (available in French only) on Fondaction's website at [www.fondaction.com/aga](http://www.fondaction.com/aga). The name of each candidate will appear on the form of proxy sent to shareholders of Fondaction in advance of the Meeting. (\*See below for the "Overall profile sought within Fondaction's Board of Directors").

## Mandataries of Fondaction

The directors are considered mandataries of Fondaction. In performing their duties, they must fulfill the obligations that are required of them under laws and regulations and act within the limits of the powers conferred on them.

## Role of Fondaction's Board of Directors

The Board of Directors may generally exercise all powers and responsibilities, take any action, and enter into any contract authorized with regard to Fondaction unless legislation or regulations explicitly require that they be voted on at Fondaction's General Meeting. It oversees Fondaction's operations and financial position and sets the remuneration of the independent auditor.

## General duties of the directors

- ▶ Duty to act with prudence and diligence, and
- ▶ Duty to act with honesty and loyalty in the interest of the corporation

### \* Overall profile sought within Fondaction's Board of directors

1. Members of the Board of Directors must be able to use good judgment, demonstrate integrity and be socially responsible.
2. They must make themselves available as required to perform their duties.
3. Through their expertise and commitment, they contribute to achieving the main aspects of Fondaction's mission, i.e. to support workers in their efforts to save more for retirement and to channel these accumulated investments for the social, economic and environmental benefit of Québec.
4. They must have several of the following skills: knowledge in the area of savings and an understanding of retirement issues; skills in sustainable finance, the application of ESG criteria or impact investing; knowledge of environmental matters and of sustainable development; expertise in social issues including social inequality, diversity, inclusion, participatory management in business and social economy development; knowledge of local, regional and sectoral development issues; financial literacy, including knowledge of corporate finance and valuation, and of financial markets; knowledge of information technology and cyber security issues; governance and management experience; and a legal or accounting background.
5. Among those who meet the above criteria, Fondaction seeks a balance within its Board of Directors, notably in terms of gender representation, diverse professional backgrounds and experience, varied ethnic and cultural origins as well as representation of various regions and age groups, thereby reflecting all the different components of its body of shareholders and of Québec society.